

MEMORANDUM OF AGREEMENT
BETWEEN
THE MASSACHUSETTS DIVISION OF CAPITAL ASSET MANAGEMENT AND
MAINTENANCE, THE CITY OF WALTHAM,
AND THE MASSACHUSETTS HISTORICAL COMMISSION

WHEREAS, the legislature has authorized the Massachusetts Division of Capital Asset Management and Maintenance (DCAMM) to enter into a disposition process to dispose of the approximately 180+/-acre Walter E. Fernald Developmental Center Disposition Parcel (Parcel) located in the City of Waltham, MA (City) to the City; and

WHEREAS, the Parcel contains ninety -three (93) structures and landscape features constructed between the years of 1891 and ca.1990; and

WHEREAS, the City will have the right to develop the Parcel by and through private development for uses deemed appropriate by the City and subject to all federal, state and local permits and approvals; and

WHEREAS, the Parcel is listed in the State and National Registers of Historic Places as the Walter E. Fernald State School Historic District, a district listed as part of the Massachusetts State Hospitals and State Schools Multiple Property Listing; and

WHEREAS, the following buildings, structures and landscapes within the Parcel are listed as contributing resources in the District:

Building 1, Waverly Hall (1891); Building 2, North Building (1897); Building 3, Activity Center (1891); Building 4/5, Schoolhouse/Gymnasium (1891); Building 6, Chipman (1892); Building 7, North Nurses' Home (1904); Building 8, Waverly Hall Lawn (ca.1891); Building 9, East Nurses' Home (1906); Building 10, Manual Training (1904); Building 11, Warren Hall (1906); Building 12, South Nurses' Home (1907); Building 13, Thom Building (1952); Building 14, Power Plant (1921); Building 15, Main Garage (1932); Building 16, Storehouse (1891); Building 17, Cottage #17 (1925); Building 18, Cottage #18 (1925); Building 19, Cottage #19 (1925); Building 20, Cottage #20 (1925); Building #21, Southard Research Laboratory (1921); Building 22, Laundry (1928); Building 23, Lavers Hall (1914); Building 24, Maintenance (1930); Building 27, Engineer's Storage (ca.1930); Building 28, Barn Foundation (ca.1900); Building 29, Shed (ca.1920); Building 32, Tarbell Hall (1934); Building 33, West Building (1889 -1890); Building 34, Belmont House (1890); Building 35, Seguin Hall (1934); Building 36, MacDougall Hall (1898); Building 37, Dolan Hall (1906); Building 38, West Nurses' Home (1906); Building 39, Wheatly Hall (1933); Building 40, Food Service Building (1931); Building 41, Howe Hall (1931); Building 42, East Dowling Hall (1906); Building 43, Hillside Cottage (1904); Building 44, Hillside Cottage Garage (1912); Building 45, Baldwin Cottage (ca.1900); Building 46, Wallace Hall (1936); Building 47, Administration (1933); Building 49, Hospital/S.Bowne (1893-1907); Building 51, Trapelo Cottage (ca.1860); Building 53, Cardinal Cottage (ca.1850); Building 59, Cast Iron Fence (ca.1890); Building 90, Shed (ca.1920); Building 91, Activity Center Lawn (ca.1891); and

WHEREAS, the following buildings and structures within the Parcel are listed as non-contributing resources in the District or were not included in the National Register Nomination:

Building 25, Greenhouse (ca.1940); Building 26, Electric Substation (ca.1960); Building 30, Shed (ca.1970); Building 31, Garage (ca.1950); Building 48, Farrell Hall (1960); Building 50, Greene Unit (1953-54); Building 52, Trapelo Cottage Garage (1930); Building 54, Garage (1947); Building 55, Garage (ca.1950); Building 56, Garage (1930); Building 57, Garage (1955); Building 58, Electric Sub Station (ca.1960); Building 60, Kelley Hall (1969); Building 61, Activities Center (1980); Building 62, Withington Center (1979); Building 63, Eunice Shriver Center (1967); Building 64, Cottage #5 (1976); Building 65, Cottage #6 (1976); Building 66, Cottage #7 (1976);

Building 67, Cottage #8 (1976); Building 68, Cottage #9 (1976); Building 69, Cottage #10 (1976); Building 70, Cottage #11 (1976); Building 71, Cottage #12 (1976); Building 72, Cottage #13 (1976); Building 73, Cottage #3 (1976); Building 74, Cottage #4 (1976); Building 75, Brookside (1981); Building 76, Woodside (1981); Building 77, Site 5 (1980); Building 78, Open Pavilion (ca.1970); Building 79, Shed (ca.1970); Building 80, Shed (ca.1970); Building 81, Garage (ca. 1930); Building 82, Shed (ca.1970); Building 83, Malone Park 1 (ca.1990), Building 84, Malone Park 2 (ca.1990); Building 85, Malone Park 3 (ca.1990); Building 86, Malone Park 4 (ca.1990); Building 87, Pool/Playground (ca.1960); Building 88, Chapel (1960); Building 89, Electric Sub Station (ca.1960); the Gazebo (ca. 1985); Shed (ca. 1974); Malone Park Comfort Station (ca. 1990); and

WHEREAS, the following contributing buildings and structures within the Parcel have been identified as in extremely poor condition making rehabilitation unlikely or are no longer extant:

Building 1, Waverly Hall (1891); Building 3, Activity Center (1891); Building 6, Chipman (1892); Building 17, Cottage #17 (1925); Building 18, Cottage #18 (1925); Building 29, Shed (c.1920) Building 33, West Building (1889-1890); Building 39, Wheatly Hall (1933); Building 42, East Dowling Hall (1906); Building 44, Hillside Cottage Garage (1912); Building 49, Infirmary/Stephen Bowne Hall (1893, 1901, 1907); Building 90; Shed (wood; c.1920); and

WHEREAS, the City may prepare and issue a Request for Proposals (RFP) for the sale or lease and redevelopment of the Parcel; and

WHEREAS, the transfer by disposition of the Parcel constitutes a project undertaken by a State agency pursuant to 950 CMR 71.03 and is a project for which DCAMM and the City have sought the comments of the Massachusetts Historical Commission (MHC) pursuant to M.G.L. Chapter 9, Section 26-27C, as amended by Chapter 254 of the Acts of 1988 (950 CMR 71.00); and

WHEREAS, MHC has determined that the proposed project will have an adverse effect on the historic property pursuant to 950 CMR 71.05(e) through the disposition of a State Register property; and

WHEREAS; no feasible or prudent alternative exists to eliminate the adverse effect of the proposed disposition; and

WHEREAS, MHC has determined to accept the adverse effect of the disposition of the Parcel in consideration of the mitigation alternatives described herein; and

WHEREAS, MHC, DCAMM and the City agree, and the Waltham Historical Commission (WHC) hereby concurs, that the project shall be undertaken and implemented in accordance with the following stipulations to mitigate the effect of the disposition of the Parcel in compliance with M.G.L. Chapter 9, Section 27C.

STIPULATIONS

DCAMM and the City shall ensure that the following measures are carried out in coordination with MHC and WHC, as set forth below:

I. Redevelopment of the Disposition Parcel

A. The City is encouraged to include historic preservation in any redevelopment process. Options for redevelopment of the Parcel which incorporate historic preservation should take into account the following principles of reuse planning:

- I. Preservation of the character-defining features of the contributing buildings, structures and landscapes on the Parcel should be encouraged where feasible.

2. If it is determined that it is not feasible to preserve all of the character-defining features of the contributing buildings, structures and landscape features on the Parcel, the feasibility of preserving character-defining features of portions of the contributing buildings, structures and landscape features will be examined and encouraged where feasible.
3. Rehabilitation of contributing buildings, structures and landscape features on the Parcel should be consistent with recommended approaches in the Secretary of the Interior's Standards for Rehabilitation of Historic Properties, (hereinafter "Standards").
4. Rehabilitation of buildings identified as in extremely poor condition in this MOA will be encouraged, but demolition of the buildings may proceed provided each demolition complies with Stipulation V.

II. Marketing Plan and Request for Proposals

- A. Notwithstanding any provisions of this MOA, the City will have full marketing authority for the Parcel and will make all final marketing decisions. The City will consult with MHC and WHC on developing a marketing plan for the Parcel which shall include the following elements:
 1. An advertising plan and schedule for publicizing the availability of the RFP.
 2. An initial distribution list for notice of availability of the RFP which will include any contacts offered by MHC and WHC.
 3. A schedule for receiving and reviewing submissions in response to the RFP.
- B. The City will provide a draft marketing plan to MHC and WHC. MHC and the WHC will have fourteen (14) days to review and comment on the draft marketing plan. If MHC or WHC does not find the draft marketing plan acceptable, the City will make reasonable efforts exercised in good faith to accommodate the concerns of MHC and WHC and will submit a final marketing plan. Before implementation, MHC and WHC will have seven (7) days to review and comment on the portions of the final marketing plan which address issues of historic preservation. In the event MHC and WHC do not provide initial comments on the draft marketing plan within 14 days or comments on the final marketing plan within 7 days, the plan shall be deemed acceptable to MHC and WHC. It is understood that the content of the marketing plan shall not require approval of MHC or WHC.
- C. Concurrent with the development of a marketing plan, the City will prepare the RFP for the disposition of the Site. The City will consult with MHC and WHC on developing the RFP which shall include the following elements:
 1. An appendix to the RFP that includes the National Register Nomination form and the Historic Resources Existing Conditions Memorandum compiled by Epsilon Associates. The appendix should refer to the MHC and National Park Service websites for additional information on the State and Federal Historic Tax Credit programs.
 2. A photograph and parcel map of the Parcel.
 3. Reference to the points listed under I.A. of this MOA. The RFP as a whole will make a good faith effort to generate interest in the preservation of what MHC has defined as the historic character of the Parcel.
- D. The City will provide a confidential draft RFP to MHC and WHC. MHC and WHC will have fourteen (14) days to review and comment on those portions of the draft RFP which address issues of historic preservation. Before issuance of the final RFP, MHC and WHC will have seven (7) days to review and comment on the portions of the final RFP which address issues of historic preservation. In the event MHC and WHC do not provide initial comments on the draft RFP within 14 days or comments

on the final RFP within 7 days, the RFP shall be deemed acceptable to MHC and WHC. It is understood that the content of the RFP shall not require approval of MHC or WHC. It is further understood that MHC and WHC will not share any portion of the RFP with anyone prior to the time the RFP is made publicly available by the City.

- E. The marketing effort shall be continued for no less than three months from the date of the issuance of the RFP. Issuance shall occur when the notice of availability of the RFP is published in the Central Register.
- F. The City will schedule a Bidder's Conference for prospective developers to occur at the midpoint of the marketing effort during which MHC and WHC will have the opportunity to present information and to answer questions from prospective developers.
- G. Once proposals from developers are received by the City in response to the RFP, MHC and WHC shall be afforded the opportunity to comment on the proposals and to provide these comments in writing to the City prior to any interviews which the City may conduct with any of the developers. If, after a consultation period of no more than thirty (30) days with MHC and WHC regarding the applicability of the Standards to the proposals and taking into consideration MHC and WHC comments during any interviews which the City may conduct with any of the developers during the RFP marketing period, the City, in their sole determination, have received no proposals that are feasible and acceptable that provide for rehabilitation or new construction in conformance with the recommended approaches in the Standards, they will convey their conclusions to MHC and WHC.
 - 1. For all buildings, structures and landscape features for which there is no preservation proposal that is feasible and acceptable to the City, then the City or any new owners of any part of the Parcel or any other person may proceed, subject to any other applicable reviews and permits, with demolition of buildings and structures or rehabilitation or new construction that does not conform to the Standards following completion of photographic recordation and documentation as stipulated in Section V.

III. New Construction

- A. The City shall encourage new buildings and structures that are sympathetic or compatible to what MHC has determined to be character-defining attributes of the contributing buildings, structures and landscape features on the Parcel.
- B. If new construction is proposed on previously undisturbed land within the Disposition Parcel, the City shall consult with the MHC to determine if an archaeological survey is required prior to any ground disturbing activities are undertaken on the land.
- C. If construction or modifications to the landscape are proposed in the vicinity of the West Building, an archaeological survey must be conducted in the area identified in the National Register Nomination as "a small area...enclosed by a decorative wrought iron fence" to determine if an unmarked cemetery is present that should be avoided.

IV. Exempted Activities

- A. The following construction activities are unlikely to affect what MHC regards as the character-defining attributes of the Parcel and are exempted from further review by MHC, including comments in any environmental review process:
 - 1. Resurfacing, maintenance, repair or improvement of existing parking lots, roads and driveways.
 - 2. Repair, replacement or improvements to infrastructure, i.e. heating and electrical systems, sewer, water, ventilation systems or plumbing.

3. Maintenance work such as painting, repair or replacement of substantially in-kind architectural elements.
4. All interior work.
5. Demolition or alteration of non-contributing structures.
6. New construction on the Parcel within existing building sites that is consistent with the design guidelines set forth in Section III.

V. Photographic Recordation and Documentation

- A. Prior to demolition of any contributing building or structure, substantial new construction or other major change to any part of the Parcel, the City shall require that the buildings and structures on that part of the Parcel are documented by photographs and narratives in accordance with a "recordation plan" that satisfies all of the following:
 1. Provides for documentation of the historical processes that shaped the organization, design and history of the Fernald Developmental Center. (The nomination of the Fernald State School to the National Register by MHC is sufficient documentation.)
 2. Contains photographs and documentation of the character-defining attributes.
 3. Provides that copies of the resulting documentation are made available to WHC.

VI. Historic Rehabilitation Tax Credits

- A. Rehabilitation of buildings and landscape features that contribute to the National Register District may qualify for State and/or Federal tax credits. The City shall encourage any third party developer to consult with MHC and the National Park Service to determine if the buildings are eligible for tax credits and if the proposed work meets the Secretary of the Interior's Standards for Rehabilitation allowing for the award of tax credits.

VII. Modifications

Any party to this MOA may request that it be amended or modified whereupon the parties will consult in accordance with 950 CMR 71 to consider such amendment or modification.

Executed on this 18 day of December, 2014.

City of Waltham

By: Jamelle G. McCaig
 Title: MAYOR

Division of Capital Asset Management and Maintenance (DCAMM)

By: Carol J. Cornish
 Title: Commissioner

Massachusetts Historical Commission (MHC)

By: Brona Simon 12/19/14
Title: Executive Director

Waltham Historical Commission (WHC)

By: Thomas Mander Green 12/18/14
Title: _____